

RECORDATION NO. 23520-E FILED

SEP 25 '01 12-46 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

September 25, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: EI-Mo II Trust No. 2001-D

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Indenture Supplement No. D2, dated September 26, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Trust Indenture which was filed with the Board under Recordation Number 23520-B.

The names and addresses of the parties to the enclosed document are:

Indenture Trustee: Wells Fargo Bank
Northwest, N.A.
79 Main Street
Salt Lake City, Utah 84111

Owner Trustee: Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

A description of the railroad equipment covered by the enclosed document is:

18 SD7OMAC locomotives UP 4680 - UP 4697.

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Mr. Vernon A. Williams
September 25, 2001
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Indenture Supplement No. D2 between Wells Fargo
Bank Northwest, N.A., Indenture Trustee, and Wilmington Trust Company,
Owner Trustee.

Also enclosed is a check in the amount of \$28.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 23520-E FILED

EL-MO II TRUST No. 2001-D

SEP 25 '01 12-46 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF INDENTURE SUPPLEMENT No. D2

Memorandum of Indenture Supplement No. D2 made and entered into on September 26, 2001 by and between Wells Fargo Bank Northwest, N.A., a national banking association, as indenture trustee ("*Indenture Trustee*"), and Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as owner trustee ("*Owner Trustee*").

WITNESSETH

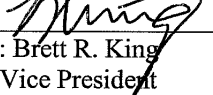
1. The undersigned have entered into that certain Trust Indenture and Security Agreement (the "*Indenture*"), dated June 27, 2001, by which the Owner Trustee has granted a security interest in certain locomotives bearing road numbers as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Secured Notes to be issued pursuant to said Indenture, executed by the Owner Trustee and authenticated by the Indenture Trustee, and in the Indenture.

2. A Memorandum of said Indenture was recorded with the Surface Transportation Board on June 26, 2001 under Recordation Number 23520-B pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Indenture Supplement No. D2 dated September 26, 2001, relating to the above-described Indenture and extending the Owner Trustee's grant of a security interest therein to locomotives bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

WELLS FARGO BANK NORTHWEST, N.A.

By 
Name: Brett R. King
Title: Vice President

Executed on this 14 day of September 2001.

WILMINGTON TRUST COMPANY
not in its individual capacity but solely as
owner trustee

By _____
Name:
Title:

Executed on this ____ day of September 2001.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

WELLS FARGO BANK NORTHWEST, N.A.

By _____
Name:
Title:

Executed on this ____ day of September 2001.

WILMINGTON TRUST COMPANY
not in its individual capacity but solely as
owner trustee

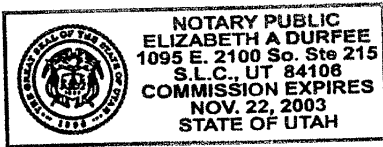
By _____
Name: **JAMES P. LAWLER**
Title: **Vice President**

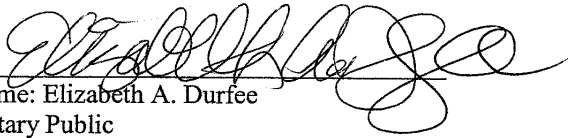
Executed on this 17th day of September 2001.

STATE OF UTAH)
) SS:
COUNTY OF SALT LAKE)

On this, the 14 day of September, 2001, before, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that he is the Vice President of Wells Fargo Bank Northwest, National Association, that said instrument was signed on September 14, 2001 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.




Name: Elizabeth A. Durfee
Notary Public
My Commission Expires:
Residing in Utah

STATE OF _____)
) SS:
COUNTY OF _____)

On this, the ____ day of September, 2001, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that he is the _____ of _____ that said instrument was signed on September ____, 2001 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

On this, the 17th day of September, 2001, before, a Notary Public in and for said County and State, personally appeared James P. Lawler, who being by me duly sworn, says that (s)he is the Vice President of Wilmington Trust Company, that said instrument was signed on September 17th, 2001 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Janel R. Havrilla
Name: JANEL R. HAVRILLA
Notary Public NOTARY PUBLIC-DELAWARE
My Commission Expires Feb. 2, 2005
Residing in Wilmington, DE

STATE OF _____)
) SS:
COUNTY OF _____)

On this, the _____ day of September, 2001, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that he is the _____ of _____ that said instrument was signed on September ___, 2001 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

[Mitsui]

Exhibit A

Units

Equipment

Quantity

Road Numbers

Prefix UP

General Motors Corporation
(Electro-Motive Division) Model
SD70MAC Diesel Electric Locomotives

18

4680
4681
4682
4683
4684
4685
4686
4687
4688
4689
4690
4691
4692
4693
4694
4695
4696
4697